

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AF Liquidation, Inc., et al. (f/k/a
AeroFarms, Inc. et al.),¹

Debtors.

Chapter 11

Case No. 23-10737 (MFW)

(Jointly Administered)

Re: D.I. 86, 131, 132, 191, 275, 276, 286 and 289

NOTICE OF CLOSING OF SALE TO NEW AEROFARMS, INC.

PLEASE TAKE NOTICE that on June 28, 2023, the Debtors filed the *Motion of Debtors for Entry of an Orders (I)(A) Approving and Authorizing Bidding Procedures in Connection with the Sale of Substantially All Assets, (B) Authorizing Procedures to Designate the Stalking Horse Bidder(s), (C) Approving Procedures Related to Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Approving the Form and Manner of Notice Thereof, and (II) (A) Approving and Authorizing Sale of Substantially All of the Debtors' Assets to the Successful Bidder, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief*[D.I. 86] and on July 10, 2023, file the supplement to the same [D.I. 131] (collectively, the “Sale Motion”).

PLEASE TAKE FURTHER NOTICE that, on July 20, 2023, the Court entered an Order [D.I. 191] (the “Bidding Procedures Order”)² approving, among other things, procedures to govern the marketing and sale of substantially all of the Debtors’ assets.

PLEASE TAKE FURTHER NOTICE that pursuant to the Bidding Procedures Order, the Bid Deadline occurred on August 16, 2023 at 5:00 p.m. (prevailing Eastern Time), and the Debtors did not receive any Qualified Bids for the Purchased Assets (other than the Stalking Horse Bid submitted by the Stalking Horse Bidder). Pursuant to the *Notice of Cancelation of Auction*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if applicable, are as follows: AF Liquidation, Inc. (f/k/a AeroFarms, Inc.) (7162); AF Liquidation Just Greens, LLC (f/k/a Just Greens, LLC) (7360); AF Liquidation 8, LLC (f/k/a AeroFarms 8, LLC) (6310); AF Liquidation Ferry, LLC (f/k/a AeroFarms Ferry, LLC) (7868); AF Liquidation LLC (f/k/a AeroFarms LLC) (4512); AF Liquidation International Holdings, LLC (f/k/a AeroFarms International Holdings, LLC) (9457); AF Liquidation Danville, LLC (f/k/a AeroFarms Danville, LLC) (7947); AF Liquidation Danville Real Estate, LLC. (f/k/a AeroFarms Danville Real Estate, LLC) (7757); AF Liquidation Danville Leasing, LLC (f/k/a AeroFarms Danville Leasing, LLC) (6827); AF Liquidation VEGS1 QALICB, LLC (f/k/a VEGS1 QALICB, LLC) (0354); AF Liquidation VEGS1 Leveraged Lender, LLC (f/k/a VEGS1 Leveraged Lender, LLC) (0268); AF Liquidation Oasis Development, LLC (f/k/a Oasis Development, LLC) (1849); AF Liquidation Pentos, LLC (f/k/a Pentos, LLC) (5684); AF Liquidation VEGS2, LLC (f/k/a VEGS2 QALICB, LLC) (8859); AF Liquidation 212 Rome Fund Manager, LLC (f/k/a 212 Rome Fund Manager, LLC) (5237). The location of the Debtors’ service address in these chapter 11 cases is 1526 Cane Creek Parkway, Ringgold, VA 24586.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Order.

[D.I. 245], the Debtors cancelled the Auction and named the Stalking Horse Bidder the Successful Bidder.

PLEASE TAKE FURTHER NOTICE that on August 24, 2023, the United States Bankruptcy Court for the District of Delaware entered an order [D.I. 289] (the “Sale Order”) approving the Sale Motion and the sale to AF NewCo, Inc., now known as New AeroFarms, Inc.

PLEASE TAKE FURTHER NOTICE that the sale to New AeroFarms, Inc., in accordance with the Sale Order, closed effective at 11:59 p.m. prevailing eastern time on September 13, 2023. Attached hereto are copies of:

Exhibit A – Final APA

Exhibit B – Schedules to the APA

Exhibit C – Transition Services Agreement between Debtors and New AeroFarms, Inc.

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these chapter 11 cases, including the Bidding Procedures Order and the Sale Order, may be obtained free of charge by visiting the Debtors’ case website at <https://omniagentsolutions.com/AeroFarms>.

Dated: September 15, 2023

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